

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

LYONDELL CHEMICAL COMPANY, et al.,

Debtors.

Chapter 11

Case No. 09-10023 (REG)

Jointly Administered

**NOTICE OF HEARING TO CONSIDER APPROVAL OF DEBTORS' PROPOSED  
DISCLOSURE STATEMENT PURSUANT TO SECTION 1125 OF THE BANKRUPTCY CODE**

**PLEASE TAKE NOTICE** that:

1. On September 11, 2009, Lyondell Chemical Company and certain of its subsidiaries and affiliates identified below, as debtors and debtors in possession (collectively, the "Debtors"), filed the Debtors' proposed Disclosure Statement, dated September 11, 2009 (as may be modified or amended, the "Disclosure Statement"), for the proposed Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors, dated September 11, 2009 (as may be amended, the "Plan"), pursuant to section 1125 of the Bankruptcy Code.

2. A hearing shall be held before the Honorable Robert E. Gerber, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Courtroom 621, One Bowling Green, New York, New York 10004 (the "Bankruptcy Court") on **October 14, 2009, at 10:30 a.m. (prevailing Eastern time)**, or as soon thereafter as counsel may be heard (the "Hearing") to consider the entry of an order, among other things, approving the Disclosure Statement, finding that the Disclosure Statement contains "adequate information" within the meaning ascribed in section 1125 of the Bankruptcy Code, and establishing procedures for the Debtors' solicitation of votes on the Plan.

3. The Disclosure Statement and Plan are on file with the Bankruptcy Court and may be examined by interested parties by accessing the Bankruptcy Court's Electronic Case Filing System which can be found on the Bankruptcy Court's official website ([www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) and by accessing the website of the claims agent appointed in these chapter 11 cases ([www.epiqbankruptcysolutions.com](http://www.epiqbankruptcysolutions.com)). In addition, copies may be obtained upon request by contacting Epiq Bankruptcy Solutions, LLC at (646) 282-2400.

4. Responses, objections, and proposed modifications, if any, to the Disclosure Statement or any of the other relief sought by the Debtors in connection with approval of the Disclosure Statement must (i) be in writing, (ii) state the name and address of the objecting or responding party and the nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or response and include, where appropriate, proposed language to be inserted in the Disclosure Statement to resolve any such objection or response, and (iv) be filed with the Bankruptcy Court, together with proof of service, and served upon (i) Cadwalader, Wickersham & Taft LLP, attorneys for the Debtors, One World Financial Center, New York, New York 10281 (Attn: George A. Davis, Esq. and Andrew M. Troop, Esq.); (ii) the Office of the United States Trustee, 33 Whitehall Street, New York, New York 10004 (Attn: Paul Schwartzberg, Esq.); (iii) Davis, Polk & Wardwell, attorneys for the agents for the Debtors' postpetition credit facilities, 450 Lexington Avenue, New York, NY 10017 (Attn: Marshall S. Huebner, Esq. and Timothy E. Graulich, Esq.); (iv) Simpson Thacher & Bartlett LLP, attorneys for UBS AG, Stamford Branch, as Term DIP Agent, 425 Lexington Avenue, New York, New York 10017 (Attn: Kathrine McLendon and Anne L. Knight, Esq.); (v) Mayer Brown LLP, attorneys for the agents for the Debtors' postpetition credit facilities, 1675 Broadway, New York, NY 10019 (Attn: Brian Trust, Esq.); and (vi) Brown Rudnick LLP, attorneys for the Official Committee of Unsecured Creditors, Seven Times Square, New York, NY 10036 (Attn: Edward S. Weisfelner, Esq.) and Brown Rudnick LLP, One Financial Center, Boston, MA 02111 (Attn: Steven D. Pohl, Esq.), in each case **so as to be actually received on or before 4:00 p.m. (prevailing Eastern time) on October 7, 2009. UNLESS AN OBJECTION IS TIMELY FILED AND SERVED AS PROVIDED HEREIN, IT MAY NOT BE CONSIDERED AT THE HEARING.**

5. The Hearing may be adjourned by the Debtors from time to time without further notice to parties in interest other than an announcement at the Hearing or at an adjourned Hearing.

Dated: New York, New York  
September 11, 2009

CADWALADER, WICKERSHAM & TAFT LLP  
Attorneys for Debtors and Debtors in Possession  
One World Financial Center  
New York, New York 10281 (212) 504-6000

EPA Region 5 Records Ctr.



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## The Debtors

Case No.	Debtor	Case No.	Debtor
09-10023	Lyondell Chemical Company	09-12947	Lyondell Intermediate Holding Company
09-12940	Basell Capital Corporation	09-10062	Lyondell LP3 GP, LLC
09-10021	Basell Finance USA Inc.	09-10063	Lyondell LP3 Partners, LP
09-10048	Basell Germany Holdings GmbH	09-10029	Lyondell LP4 Inc.
09-12942	Basell Impact Holding Company	09-10030	Lyondell Petrochemical L.P. Inc.
09-10034	Basell North America Inc.	09-10064	Lyondell Refining Company LLC
09-10033	Basell USA Inc.	09-10094	Lyondell Refining I LLC
09-10032	Circle Steel Corporation	09-10065	LyondellBasell Advanced Polyolefins USA Inc.
09-10035	Duke City Lumber Company, Inc.	09-12519	LyondellBasell AF GP S.a.r.l.
09-12943	Equistar Bayport, LLC	09-10066	LyondellBasell Finance Company
09-10036	Equistar Chemicals, LP	09-12518	LyondellBasell Industries AF S.C.A.
09-12956	Equistar Funding Corporation	09-10072	Lyondell-Equistar Holdings Partners
09-12944	Equistar Polypropylene, LLC	09-10073	MHC Inc.
09-10049	Equistar Transportation Company, LLC	09-10074	Millennium America Holdings Inc.
09-10037	Glidco Leasing, Inc.	09-10031	Millennium America Inc.
09-10040	Glidden Latin America Holdings Inc.	09-10075	Millennium Chemicals Inc.
09-10039	H.W. Loud Co.	09-10071	Millennium Holdings, LLC
09-10022	HOISU Ltd.	09-10070	Millennium Petrochemicals GP LLC
09-10038	Houston Refining LP	09-10069	Millennium Petrochemicals Inc.
09-10042	HPT 28 Inc.	09-10100	Millennium Petrochemicals LP LLC
09-10043	HPT 29 Inc.	09-10099	Millennium Petrochemicals Partners, LP
09-10047	IMWA Equities II, Co., L.P.	09-10077	Millennium Realty Inc.
09-10044	ISB Liquidating Company	09-10076	Millennium Specialty Chemicals Inc.
09-10045	LBI Acquisition LLC	09-10098	Millennium US Op Co LLC
09-10025	LBIH LLC	09-10097	Millennium Worldwide Holdings I Inc.
09-10027	LeMean Property Holdings Corporation	09-10096	MWH South America LLC
09-12953	LPC Partners Inc.	09-10078	National Distillers & Chemical Corporation
09-10067	Lyondell (Pelican) Petrochemical L.P. I, Inc.	09-10079	NDCC International II Inc.
09-10050	Lyondell Asia Pacific, Ltd.	09-10080	Nell Acquisition (US) LLC
09-12949	Lyondell Bayport, LLC	09-10081	Penn Export Company, Inc.
09-10051	Lyondell Chemical Delaware Company	09-10082	Penn Navigation Company
09-10052	Lyondell Chemical Espana Co.	09-10085	Penn Shipping Company, Inc.
09-10053	Lyondell Chemical Europe, Inc.	09-10095	Penntans Company
09-12950	Lyondell Chemical Holding Company	09-10103	PH Burbank Holdings, Inc.
09-10054	Lyondell Chemical International Co.	09-10084	Power Liquidating Company, Inc.
09-10055	Lyondell Chemical Nederland, Ltd.	09-10083	Quantum Acceptance Corporation
09-10056	Lyondell Chemical Products Europe, LLC	09-12951	Quantum Pipeline Company
09-10057	Lyondell Chemical Properties, L.P.	09-12955	SCM Chemicals Inc.
09-10101	Lyondell Chemical Technology I Inc.	09-10102	SCM Plants, Inc.
09-10058	Lyondell Chemical Technology Management, Inc.	09-10086	Suburban Propane GP, Inc.
09-10059	Lyondell Chemical Technology, L.P.	09-10087	Tiona, Ltd.
09-12952	Lyondell Chemical Wilmington, Inc.	09-10088	UAR Liquidating Inc.
09-10060	Lyondell Chimie France LLC	09-10089	USI Chemicals International, Inc.
09-10026	Lyondell Europe Holdings Inc.	09-10090	USI Credit Corp.
09-12945	Lyondell General Methanol Company	09-10091	USI Puerto Rico Properties, Inc.
09-10061	Lyondell Greater China, Ltd.	09-10092	Walter Kidde & Company, Inc.
09-10028	Lyondell Houston Refinery Inc.	09-10093	Wyatt Industries, Inc.